

BALL JANIK LLP
ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

RECORDATION NO. 11913-C FILED 1425
OCT 18 1996 -1 02 PM

October 18, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed one original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale and Release, secondary document, dated as of October 17, 1996. The primary document to which this is connected is recorded under Recordation No. 11913. We request that this document be recorded under Recordation No. 11913-C

The name and address of the party to the Bill of Sale and Release are:

Releasing/Secured Party:

Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company
101 Barclay Street
New York, NY 10286

A description of the equipment covered by the Bill of Sale and Release consists of 6 SD 40-2 locomotives numbered KCS 687-692, inclusive; 200 100-ton box cars numbered within the series KCS 250546-251992, inclusive; 100 100-ton covered hopper cars numbered within the series KCS 308251-309249, inclusive; and 200 100-ton gondolas numbered within the series KCS 801003-802999, inclusive.

A fee of \$22.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

BALL JANIK LLP

Honorable Vernon A. Williams
October 18, 1996
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A short summary of the document to appear in the index follows: a Bill of Sale and Release by Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company, 101 Barclay Street, New York, NY 10286, covering 6 SD 40-2 locomotives numbered KCS 687-692, inclusive; 200 100-ton box cars numbered within the series KCS 250546-251992, inclusive; 100 100-ton covered hopper cars numbered within the series KCS 308251-309249, inclusive; and 200 100-ton gondolas numbered within the series KCS 801003-802999, inclusive.

Very Truly Yours,

Louis E. Gitomer
Louis E. Gitomer *jt*

Enclosures

BILL OF SALE

AND

RELEASE

From

BANK OF NEW YORK

SUCCESSOR TO

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

of

EQUIPMENT COVERED BY

CONDITIONAL SALE AGREEMENT

DATED AS OF MARCH 1, 1980

BETWEEN

GENERAL MOTORS CORPORATION
(Electro-Motive Division),

PULLMAN INCORPORATED
(Pullman Standard Division),

THRALL CAR MANUFACTURING COMPANY,

GREENVILLE STEEL CAR COMPANY

and

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

RECORDATION NO. 11913-C
FILED 1425
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ILLINOIS COMMERCE COMMISSION

BILL OF SALE**AND****RELEASE**

KNOW ALL MEN BY THESE PRESENTS:

BANK OF NEW YORK, successor to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY (hereinafter called the Assignee), does hereby acknowledge and declare that:

(1) Pursuant to an Agreement and Assignment dated as of March 1, 1980, it is the Assignee for a valuable consideration of all and singular the right, title and interest of **GENERAL MOTORS CORPORATION (Electro-Motive Division), PULLMAN INCORPORATED (Pullman Standard Division), THRALL CAR MANUFACTURING COMPANY, and GREENVILLE STEEL CAR COMPANY (hereinafter called the Builder),** in, under and to a Conditional Sale Agreement dated as of March 1, 1980, by and between the Builder and **THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called the Railroad),** covering the construction, sale and delivery by the Builder to the Railroad of the railroad equipment shown on the attached Schedule B, bearing Railroad's Car Numbers as set forth in Schedule B which Conditional Sale Agreement and Assignment, pursuant to 49 U.S.C. § 11303 were filed and recorded with the Interstate Commerce Commission on June 17, 1980 and assigned Recordation Nos. 11913 and 11913-A, respectively.

(2) All and singular the terms and conditions of said Conditional Sale Agreement to be by the Railroad done, carried out, complied with, and performed, including payment of the purchase price of the above-described railroad equipment, with interest thereon, have been duly done, carried out, complied with and performed; and

(3) The Assignee hereby releases the above-described railroad equipment from liens and encumbrances created or retained in or by said Conditional Sale Agreement, or in said Agreement and Assignment.

The Assignee, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by the Railroad at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set-over unto the Railroad, its successors and assigns, the above-described railroad equipment.

To have and to hold all and singular the above-described railroad equipment to the Railroad, its successors and assigns, for its and their own use and behoof forever.

IN WITNESS WHEREOF, the Assignee has caused this instrument to be executed by its undersigned officer, and its corporate seal to be hereunto affixed, duly attested, this 17th day of October, 1996.

BANK OF NEW YORK, Assignee as aforesaid

By [Signature]
Its Assistant Treasurer

ATTEST: [Signature]
Its
MARY JANE MORRISSEY
VICE PRESIDENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 17th day of October, 1996, before me personally
appeared Paul J. Schmale to me personally known, who being duly sworn, says that
he is an officer of BANK OF NEW YORK, successor to MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

Lucille Furrinchieli
NOTARY PUBLIC

My Commission expires on _____

LUCILLE FIRRINCIELI
Notary Public, State of New York
No. 4842520
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Oct. 31, ~~1996~~
1997

SCHEDULE B

<u>Type</u>	<u>Builder's Specifications</u>	<u>AAR Mechanical Designation and AAR Car Type (respectively)</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Railroad Road Numbers</u>	<u>Estimated Time and Place of Delivery</u>
100-ton 50'6" Box Cars (Builder--Pullman Incorporated (Pullman Standard Division))	3911	XF B208	Bessemer, Alabama	200	Note 1	Bessemer, Alabama June 1980
100-ton 4750 cu. ft. covered hopper cars (Builder--Thrall Car Manufacturing Company)	HC-100-47-169	LO L153	Chicago Heights, Illinois	100	Note 2	Chicago Heights, Illinois September 1980
100-ton 52'6" Gondolas (Builder--Greenville Steel Car Company)	GB-5055-A	GB G312	Greenville, Pennsylvania	200	Note 3	Greenville, Pennsylvania September-October 1980
SD 40-2 Road Locomotives (Builder--General Motors Corporation (Electro-Motive Division))	8087	CC	McCook, Illinois	6	Lead: KCS 687-688 Trail: KCS 689-690 Conv: KCS 691-692	McCook, Illinois June 1980

Note 1: KCS 250007 KCS 250015 KCS 250023 KCS 250031 KCS 250040 KCS 250058 KCS 250066 KCS 250074 KCS 250082 KCS 250091
KCS 250104 KCS 250112 KCS 250121 KCS 250139 KCS 250147 KCS 250155 KCS 250163 KCS 250171 KCS 250180 KCS 250198 KCS 250201
KCS 250210 KCS 250228 KCS 250236 KCS 250244 KCS 250252 KCS 250261 KCS 250279 KCS 250287 KCS 250295 KCS 250309 KCS 250317
KCS 250325 KCS 250333 KCS 250341 KCS 250350 KCS 250368 KCS 250376 KCS 250384 KCS 250392 KCS 250406 KCS 250414 KCS 250422
KCS 250431 KCS 250449 KCS 250457 KCS 250465 KCS 250473 KCS 250481 KCS 250490 KCS 250503 KCS 250511 KCS 250520 KCS 250538

SCHEDULE B (Cont.)

Note 1 cont.: KCS 250546 KCS 250554 KCS 250562 KCS 250571 KCS 250589 KCS 250597 KCS 250601 KCS 250619 KCS 250627
 KCS 250635 KCS 250643 KCS 250651 KCS 250660 KCS 250678 KCS 250686 KCS 250694 KCS 250708 KCS 250716 KCS 250724 KCS 250732
 KCS 250741 KCS 250759 KCS 250767 KCS 250775 KCS 250783 KCS 250791 KCS 250805 KCS 250813 KCS 250821 KCS 250830 KCS 250848
 KCS 250856 KCS 250864 KCS 250872 KCS 250881 KCS 250899 KCS 250902 KCS 250911 KCS 250929 KCS 250937 KCS 250945 KCS 250953
 KCS 250961 KCS 250970 KCS 250966 KCS 250996 KCS 251003 KCS 251011 KCS 251020 KCS 251038 KCS 251046 KCS 251054 KCS 251062
 KCS 251071 KCS 251089 KCS 251097 KCS 251101 KCS 251119 KCS 251127 KCS 251135 KCS 251143 KCS 251151 KCS 251160 KCS 251178
 KCS 251186 KCS 251194 KCS 251208 KCS 251216 KCS 251224 KCS 251232 KCS 251241 KCS 251259 KCS 251267 KCS 251275 KCS 251283
 KCS 251291 KCS 251305 KCS 251313 KCS 251321 KCS 251330 KCS 251348 KCS 251356 KCS 251364 KCS 251372 KCS 251381 KCS 251399
 KCS 251402 KCS 251411 KCS 251429 KCS 251437 KCS 251445 KCS 251453 KCS 251461 KCS 251470 KCS 251488 KCS 251496 KCS 251500
 KCS 251518 KCS 251526 KCS 251534 KCS 251542 KCS 251551 KCS 251569 KCS 251577 KCS 251585 KCS 251593 KCS 251607 KCS 251615
 KCS 251623 KCS 251631 KCS 251640 KCS 251658 KCS 251666 KCS 251674 KCS 251682 KCS 251691 KCS 251704 KCS 251712 KCS 251723
 KCS 251739 KCS 251747 KCS 251755 KCS 251763 KCS 251771 KCS 251780 KCS 251798 KCS 251801 KCS 251810 KCS 251828 KCS 251836
 KCS 251844 KCS 251852 KCS 251861 KCS 251879 KCS 251887 KCS 251895 KCS 251909 KCS 251917 KCS 251925 KCS 251933 KCS 251941
 KCS 251951 KCS 251968 KCS 251976 KCS 251984 KCS 251992

Note 2: KCS 308251 KCS 308269 KCS 308277 KCS 308285 KCS 308293 KCS 308307 KCS 308315 KCS 308323 KCS 308331 KCS 308340
 KCS 308358 KCS 308366 KCS 308374 KCS 308382 KCS 308391 KCS 308404 KCS 308412 KCS 308421 KCS 308439 KCS 308447 KCS 308455
 KCS 308463 KCS 308471 KCS 308480 KCS 308498 KCS 308501 KCS 308510 KCS 308528 KCS 308536 KCS 308544 KCS 308552 KCS 308561
 KCS 308579 KCS 308587 KCS 308595 KCS 308609 KCS 308617 KCS 308625 KCS 308633 KCS 308641 KCS 308650 KCS 308668 KCS 308676
 KCS 308684 KCS 308692 KCS 308706 KCS 308714 KCS 308722 KCS 308731 KCS 308749 KCS 308757 KCS 308765 KCS 308773 KCS 308781
 KCS 308790 KCS 308803 KCS 308811 KCS 308820 KCS 308838 KCS 308846 KCS 308854 KCS 308862 KCS 308871 KCS 308889 KCS 308897
 KCS 308901 KCS 308919 KCS 308927 KCS 308935 KCS 308943 KCS 308951 KCS 308960 KCS 308978 KCS 308986 KCS 308994 KCS 309001
 KCS 309010 KCS 309028 KCS 309036 KCS 309044 KCS 309052 KCS 309061 KCS 309079 KCS 309087 KCS 309095 KCS 309109 KCS 309117
 KCS 309125 KCS 309133 KCS 309141 KCS 309150 KCS 309168 KCS 309176 KCS 309184 KCS 309192 KCS 309206 KCS 309214 KCS 309222
 KCS 309231 KCS 309249

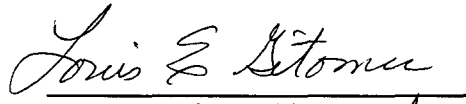
Note 3: KCS 801003 KCS 801011 KCS 801020 KCS 801038 KCS 801046 KCS 801054 KCS 801062 KCS 801071 KCS 801089 KCS 801097
 KCS 801101 KCS 801119 KCS 801127 KCS 801135 KCS 801143 KCS 801151 KCS 801160 KCS 801178 KCS 801186 KCS 801194 KCS 801208
 KCS 801216 KCS 801224 KCS 801232 KCS 801241 KCS 801259 KCS 801267 KCS 801275 KCS 801283 KCS 801291 KCS 801305 KCS 801313
 KCS 801321 KCS 801330 KCS 801348 KCS 801356 KCS 801364 KCS 801372 KCS 801381 KCS 801399 KCS 801402 KCS 801411 KCS 801429
 KCS 801437 KCS 801445 KCS 801453 KCS 801461 KCS 801470 KCS 801488 KCS 801496 KCS 801500 KCS 801518 KCS 801526 KCS 801534

SCHEDULE B (Cont.)

Note 3 cont.: KCS 801542 KCS 801551 KCS 801569 KCS 801577 KCS 801585 KCS 801593 KCS 801607 KCS 801615 KCS 801623
KCS 801631 KCS 801640 KCS 801658 KCS 801666 KCS 801674 KCS 801682 KCS 801691 KCS 801704 KCS 801712 KCS 801721 KCS 801739
KCS 801747 KCS 801755 KCS 801763 KCS 801771 KCS 801780 KCS 801798 KCS 801801 KCS 801810 KCS 801828 KCS 801836 KCS 801844
KCS 801852 KCS 801861 KCS 801879 KCS 801887 KCS 801895 KCS 801909 KCS 801917 KCS 801925 KCS 801933 KCS 801941 KCS 801950
KCS 801960 KCS 801976 KCS 801984 KCS 801992 KCS 802000 KCS 802018 KCS 802026 KCS 802034 KCS 802042 KCS 802051 KCS 802069
KCS 802077 KCS 802085 KCS 802093 KCS 802107 KCS 802115 KCS 802123 KCS 802131 KCS 802140 KCS 802158 KCS 802166 KCS 802174
KCS 802182 KCS 802191 KCS 802204 KCS 802212 KCS 802221 KCS 802239 KCS 802247 KCS 802255 KCS 802263 KCS 802271 KCS 802280
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KCS 802514 KCS 802522 KCS 802531 KCS 802549 KCS 802557 KCS 802565 KCS 802573 KCS 802581 KCS 802590 KCS 802603 KCS 802611
KCS 802620 KCS 802638 KCS 802646 KCS 802654 KCS 802662 KCS 802671 KCS 802689 KCS 802697 KCS 802701 KCS 802719 KCS 802727
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KCS 802841 KCS 802859 KCS 802867 KCS 802875 KCS 802883 KCS 802891 KCS 802905 KCS 802913 KCS 802921 KCS 802930 KCS 802948
KCS 802956 KCS 802964 KCS 802972 KCS 802981 KCS 802999

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale and Release, dated October 17, 1996, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 18, 1996